

2011 By-Laws



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Frederick County Commission For Women

ByLaws as Amended June 14, 2011

Article I. Organization Name

The name of this organization (hereinafter Commission) shall be the Frederick County Commission For Women.

Article II. Mission and Purpose

Section 1. Mission Statement. To create a stronger community by addressing challenges and fostering unlimited opportunities For all women.

Section 2. Purpose. The Commission shall serve the following purposes:

1. Provide a central agency for the collection and referral of activities and services of interest to women;
2. Promote a positive image of women by recognizing their accomplishments;
3. advocate for the women's constituency to the legislature, the judiciary, the executive, the media, and the public;
4. Identify, study, evaluate, and eradicate, as an advocate, discrimination against all women;
5. Develop and implement programs that will expand women's educational and employment opportunities;
6. Strengthen home life by directing attention to critical problems confronting women;
7. Educate women in the processes of seeking leadership roles;
8. Encourage women to seek political office, either elective or appointive;
9. Recommend such procedures, programs, or legislation as it may deem necessary and proper to promote and ensure equal rights and opportunities for all persons, regardless of their gender;
10. Advise and counsel the residents and governmental agencies of Frederick County on matters involving the needs of women and especially those matters relating to discrimination or prejudice on account of gender;
11. Establish priorities and produce a prioritized Annual Plan;
12. Appoint committees to assist in carrying out any of the functions and duties of the Commission; and
13. Establish, implement, and amend as necessary, Bylaws for the operation of the Commission.
14. Monitor and report relevant statistics about women and their issues in the county, the U.S., and the world.

Article III. Authority

Section 1. County Law. The authority for the Commission is derived from An Ordinance Establishing the Frederick County Commission For Women (No. 92-15-050) which was unanimously passed by the Board of County Commissioners of Frederick County July 21,1992.

48 **Section 2. State Law.** The authority for the Commission is also derived from Maryland
49 Code, Counties – Local Law – Chapter 372, Article 11,§ 2-2-69, which took effect on
50 October 1, 1999

51
52 **Section 3. Board of County Commissioners.** The Commission shall report to the Board of
53 County Commissioners of Frederick County or other department as may be determined in
54 accordance with law.

55 56 **Article IV. Membership, Diversity, Terms, Reappointments,** 57 **Resignations, Vacancies**

58
59 **Section 1. Membership.** The Commission shall consist of fifteen (15) Members appointed
60 by the Board of County Commissioners of Frederick County from Frederick County citizens
61 interested in pursuing the goals of the Commission.

62
63 **Section 2. Diversity.** The Commission shall include representatives of diverse community
64 interests including but not limited to gender, race, age, sexual preference, ethnicity, national
65 origin, disability, ability level, education, employment, economic standing, religion,
66 geography, and political affiliation.

67
68 **Section 3. Full Terms.** Each Member shall serve for a term of three (3) years. The terms of
69 the Membership shall be staggered so that one-third (1/3) of the Members shall be appointed
70 each year. Members shall continue in office until their successors are qualified and appointed.

71
72 **Section 4. Partial Terms.** Members appointed for partial terms after a term has begun serve
73 only for the rest of the term and until a successor is appointed and qualified. Members filling
74 partial terms shall still be eligible for two (2) consecutive full terms.

75
76 **Section 5. Reappointments.** Members may be reappointed, but may not serve more than
77 two (2) consecutive full terms.

78
79 **Section 6. Resignations.** A Member may resign at any time by giving a notice to the
80 Executive Committee or President. Unless otherwise specified in the notice, the resignation
81 shall take effect upon receipt thereof by the Executive Committee or President and the
82 acceptance of the resignation shall not be necessary to make it effective.

83
84 **Section 7. Vacancies.** Upon the death, disability, resignation, or removal of any Member, the
85 Board of County Commissioners of Frederick County shall appoint an interested citizen to
86 fill the unexpired partial term.

87 88 **Article V. Membership, Meetings, Quorum, Attendance**

89
90 **Section 1. Membership Meetings.** All Commission meetings shall be at a Frederick
91 County location, be open to the public and be accessible to the handicapped. Minutes
92 shall be recorded for all Membership meetings and be available for dissemination within
93 two (2) weeks following the meeting.

95 **Section 2. Regular Membership Meetings.** An annual meeting of the Membership shall be
96 held without other notice than this Bylaw the second Tuesday of June at the Commission's
97 regular meeting place. The Membership shall provide, by resolution the time and place for
98 the holding of regular monthly meetings without other notice than such resolution. A calendar
99 of meeting dates shall be provided to the Board of County Commissioners of Frederick
100 County at the earliest possible date, shall be part of the public record, and shall be publicized.

101
102 **Section 3. Membership Quorum.** A majority of the Members in office shall constitute a
103 quorum for the transaction of regular business.

104
105 **Section 4. Membership Attendance.** Any Member who fails to attend at least fifty (50%)
106 percent of the regular Membership meetings during any period of twelve (12) consecutive
107 months shall be deemed to have resigned from the Commission. In the event that a member
108 fails to meet the minimum attendance requirements, the President shall promptly forward the
109 Member's name to the Board of County Commissioners of Frederick County who shall
110 appoint a replacement.

111
112 **Section 5. Annual Review & Planning Meeting.** In September each year the Membership
113 shall evaluate the activities of the Commission and reevaluate the long-range plan.

114 **Article VI. Membership Voting**

115
116
117 **Section 1. Vote.** Each Member may cast one (1) vote.

118
119 **Section 2. Resolutions.** Regular business shall be approved by a majority vote of Members
120 present.

121
122 **Section 3. Policy Statements.** Policy statements including all reports, pamphlets, and
123 endorsements for dissemination to the public shall be approved by a two-thirds (2/3) vote of
124 Members in office. This provision shall not be construed to require a vote for the issuance of
125 Commission newsletters or news releases; however, the same shall be subject to review by
126 members of the Executive Committee.

127
128 **Section 4. Absentee Voting.** Absentee ballots may be submitted in writing for votes on
129 Policy Statements and Bylaws amendments only. There shall be no voting by proxy.

130
131 **Section 5. Presumed Assent.** A Member who is present at a public meeting of the
132 Membership at which action on any Commission matter is taken shall be presumed to have
133 assented to the action unless the Member votes against such action or abstains from voting
134 because of an asserted conflict of interest or other reason.

135
136 **Section 6. Emergency Voting.** Between public meetings an emergency vote on a written
137 question may be taken by telephone or e-mail. This vote shall be subject to ratification by the
138 Commission at the next regular meeting.

Article VII. Executive Committee Members, Duties, Annual Elections, Terms, Vacancies, Resignations

Section 1. Executive Committee. The Commission shall elect from its own Membership an Executive Committee of five (5) Members including the President, Vice President, Past President, Recorder, and Treasurer at the Commission's Annual Meeting in June of each year. The terms of all Executive Committee Members shall commence immediately upon election by the Membership. The Executive Committee shall:

1. Exercise executive decision making authority between Membership meetings;
2. Advise agenda items for Membership meetings;
3. Develop and draft an annual report for approval of the Membership; and
4. Act on such matters as the Membership may direct.

Section 2. President. The President shall:

1. Preside at the meetings of the Executive Committee and the Membership; and
2. Have general and active management of the Commission between meetings of the Executive Committee and of the Membership; and
3. Supervise implementation of the Annual Plan; and
4. Supervise implementation of all orders and resolutions of the Executive Committee and the Membership; and
5. Sign and execute in the name of the Commission all deeds, bonds, contracts, leases, and other instruments authorized by the Membership; and
6. Serve as principal speaker of the Commission in all matters related to official policy and actions approved by the Membership; and
7. Perform all duties incident to the office of President and such other duties as from time to time may be assigned to the President by the Executive Committee or the Membership by resolution.

Section 3. Vice-President. The Vice President shall:

1. In the temporary absence of the President or in the event of the President's death, disability, resignation, removal, or refusal to act, perform the duties of the President with all the powers of and all the restrictions upon the President; and
2. Serve as the informal reference for ByLaws interpretation, and
3. Perform such other duties as from time to time may be assigned to the Vice-president by the Executive Committee or the Membership by resolution.

Section 4. Recorder. The Recorder shall:

1. Keep accurate minutes of all Membership and Executive Committee meetings in books provided for that purpose and distribute said minutes to the Membership within two (2) weeks from the date of the meeting; and
2. Keep accurate records of attendance of all Members at public meetings; and
3. Retrieve mail, voicemail and e-mail for the Commission; and
4. Be the custodian of the Commission records; and
5. In general perform all duties incident to the office of Recorder and such other duties as from time to time may be assigned to the Recorder by the President or the Executive Committee necessary to support the purpose of the Commission.

187 **Section 5. Treasurer.** The Treasurer shall:

- 188 1. Supervise the accounts of the Commission and serve as the Commission's liaison or
- 189 representative to the County Treasurer; and
- 190 2. Submit in writing a quarterly summary financial report for the inclusion in the minutes;
- 191 3. Submit in writing annual financial statements; and
- 192 4. In general perform duties incident to the office of Comptroller and such other duties as
- 193 from time to time may be assigned to the Comptroller by the President or the Executive
- 194 Committee necessary to support the purpose of the Commission.

195
196 **Section 6. Ex-officio Executive Committee Member.** The immediate past President of the
197 Commission may, upon the expiration of the President's term as President, continue as the ex-
198 officio member of the Executive Committee for the period of one year. This section shall not
199 be construed to prevent the election of a retiring President as an Executive Committee Member.

200
201 **Section 7. Executive Committee Annual Elections.** The Executive Committee Members
202 shall be elected at the June public meeting each year. The terms shall commence immediately
203 upon election.

204
205 **Section 8. Executive Committee Terms.** The Executive Committee Members including the
206 President, Vice President, Recorder, and Treasurer shall serve for one-year terms. Executive
207 Committee Members may be re-elected, but may not serve in excess of three (3) consecutive
208 terms.

209
210 **Section 9. Executive Committee Vacancies.** Upon the death, disability, resignation, or
211 removal of any Executive Committee Member, the Membership shall elect a Member to fill
212 the unexpired partial term.

213
214 **Section 10. Executive Committee Resignations.** An Executive Committee Member may
215 resign at any time by giving written notice to the Executive Committee or President. Unless
216 otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the
217 Executive Committee or President and the acceptance of the resignation shall not be
218 necessary to make it effective.

219 220 **Article VIII. Executive Committee Meetings, Quorum, Attendance**

221
222 **Section 1. Executive Committee Meetings.** The Executive Committee shall meet at the time
223 and place designated by it, or if no such designation has been made by the Executive
224 Committee, as designated by the President. All Executive Committee meetings are open to
225 all Members. Minutes shall be recorded for all Executive Committee meetings, including
226 telephone conferences.

227
228 **Section 2. Executive Committee Quorum.** At any meeting of the Executive Committee,
229 a majority of Executive Committee Members in office shall constitute a quorum for the
230 transaction of business.

231
232 **Section 3. Executive Committee Attendance.** Any Executive Committee Member who fails
233 to attend at least fifty (50%) percent of the Executive Committee meetings during any period
234 of six (6) consecutive months shall be deemed to have resigned from the Executive
235 Committee.

Section 4. Executive Committee Removal. Any one or more the Executive Committee Members may be removed with cause, by a majority vote of the Commission at the next regular public meeting. Notice of removal vote shall be provided the members in advance and shall be placed on the agenda for the Commission meeting.

Article IX. Other Positions, Terms, Vacancies, Removals

Section 1. Positions. From the Membership, the members shall elect other positions or agents as deemed necessary. These positions shall be approved by a majority of the membership at the Commissions' regular monthly public meeting in June of each year. The term of each position shall commence immediately upon election.

Section 2. Other Position Terms. The term of a position shall be the duration of the term of the administration under which they serve.

Section 3. Other Position Vacancies. Upon the death, disability, resignation, or removal of any officer the President shall appoint a Member to fill the unexpired partial term.

Section 4. Other Position Removals. Any position may be removed by majority vote of the Executive Committee or the Membership whenever in its judgment the best interest of the Commission would be served thereby.

Article X. Committees and Special Project Teams

Section 1. Committees - General. The Commission shall maintain Committees and Special Project Teams as it deems proper. Committees shall be determined for the next fiscal year at the Annual Planning Retreat.

Section 2. Committees - Legislative. The Legislative Committee shall be a standing committee from year-to-year, and it shall monitor, summarize, recommend and report on legislation, which may affect the women of Frederick County.

Section 3. Special Project Teams. Special Project Teams may investigate problems, analyze issues, formulate tactics, recommend solutions, and with the approval of the Membership, implement strategies, within the structure of one of the duly constituted Committees. Special Project Teams may be established from time to time by a majority vote of Membership. Special Project Teams may work in conjunction with other Frederick County organizations or governmental agencies.

Section 4. Committee Chair. Each Committee shall elect a chairperson who is a Commissioner. The Committee Chair shall:

1. Convoke and preside at Committee meetings; and
2. Shall coordinate the work of the Committee; and
3. May arrange for Committee meeting minutes to be recorded and provided to the Commission; and
4. Shall provide regular committee status updates to the rest of the Membership; and
5. Shall perform all other duties normally associated with a Committee Chair.

Section 5. Citizen Team Members. Citizens as individuals or as representatives of county organizations may serve on Special Project Teams or Committees.

Section 6. Committee Member Terms. Committee Members shall serve for the duration of the term of the administration under which they serve. Committee Members shall serve for the duration of the fiscal year.

Section 7. Policy. Committees shall operate in accordance with Commission policy and shall take no public action without authorization of the Membership.

Article XI. Fiscal Year, Appropriations Budget, Funding, and Compensation

Section 1. Fiscal Year. The Commission shall have a fiscal year commencing on July 1 and ending on June 30.

Section 2. Appropriations Budget. By September 1 each year, the Executive Committee shall prepare an annual appropriations budget for the approval of the Membership. This budget is for submission to the Board of County Commissioners of Frederick County for inclusion in the County Budget. The approved budget shall constitute authority to disburse funds in accordance therewith. (Are we doing this in December for budget request, or is this different?)

Section 3. Funding. To administer the programs developed by the Commission, it shall seek, in addition to budgeted appropriations, financial assistance and support from private organizations and governmental agencies.

Section 4. Compensation. Members shall serve without compensation, but may be reimbursed for expenses actually and necessarily incurred by them in the performance of their duties.

Section 5. Commission Earnings. No part of the earnings of the Commission shall inure to the benefit of or be distributable to its Members, officers, employees, or agents.

Section 6. Signature Authority. Unless authorized by the Membership and the County, no Member, officer, employee, or agent of the Commission shall have the power or authority to bind the Commission by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

Article XII. Indemnification of Members, Officers, Employees, and Agents

Section 1. Liability Insurance. Liability insurance coverage shall be provided under the Frederick County public officials insurance policy.

Section 2. Indemnification. The members of the Commission are covered under the County's public insurance policy for indemnification in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland as amended.

334 **Article XIII. Parliamentary Rules of Procedure**

335 Except as otherwise provided herein, all proceedings and actions under these Bylaws
336 shall be governed by Roberts Rules of Order Newly Revised.
337

338 **Article XIV. Amendments**

339 These Bylaws may be amended or repealed at any duly convoked meeting of the Membership
340 by the affirmative vote of two-thirds (2/3) of the Members in office provided written notice
341 of any proposed amendment or repeal has been sent by e-mail to each Member not fewer than
342 thirty (30) days before the date of the public meeting.
343

344 No Bylaws may be amended or repealed in contravention of An Ordinance Establishing
345 the Frederick County Commission For Women or any law, which supersedes said
346 ordinance.
347

348 **Article XV. Dissolution**

349 Upon dissolution of the Commission, the Executive Committee shall make provisions for the
350 payment of any outstanding liabilities to the extent of the appropriated budget of the
351 Commission. All remaining funds shall be returned to the general fund of the County.
352

353 **Article XVI. Ratification**

354 This **16th** day of **February 1993**, these Bylaws are hereby adopted and ratified by the
355 undersigned constituting the entire Membership of the Frederick County Commission For
356 Women.

357 Gail A. Pate, President
358 Deborah McCoy, Vice-President
359 M.C. Devilbiss, EC
360 Sandra West, EC
361 Sandra L. Smith, Recorder
362 Emile Y. Angelety
363 Donna E. Becker
364 Lynn Burkett •
365 Laura J. Lake
366 Louise E. Lynch
367 Rosemary Orthmann
368 Lavonne Steffy Radonovich
369 Catherine T. Smith
370 Nancy J. Zyrkowski
371

372 The **12th** day of **March 1996**, these Bylaws were amended by the undersigned Members
373 of Frederick County Commission For Women.

374 Louise E. Lynch, President
375 M.C. Devilbiss, Vice-president
376 Barbara Jones, EC
377 Laura J. Lake, EC
378 Beverly Fleming
379 Lou Lichti
380 Rosemary Orthmann
381 Gail A. Pate
382 Sandra West
383

384 The **13th** day of **April 1999**, these Bylaws were amended by the undersigned Members
385 of the Frederick County Commission For Women.

386
387 Madelyn Blair, President
388 Teri Heger, Vice President
389 Mary Ann Barone, EC
390 Holly Wallace, EC
391 Nancie (Bauman) Wolfe, EC
392 Nikki Darling-Kuria, Comptroller
393 Bonnie Diebler
394 Earlene Thornton
395 Deb Voso
396

397 The ____ day of _____ **2005**, these Bylaws were amended by the undersigned Members of
398 the Frederick County Commission For Women.

399
400 Darby Jones, President
401 Bunny O'Dell, Vice President
402 Debbie Truelove, Comptroller
403 Debra Borden, Recorder
404 Maggi Hays
405 Connie Castenara
406 Diane DeMarco
407 Francina Baldi
408

409 The **14th** day of **June 2011**, these Bylaws were amended by the undersigned Members of
410 the Frederick County Commission For Women.

411
412 Jennifer Charlton-Shuldes, President
413 Jacque Brown, Vice President, Acting Recorder
414 Hebba Hassanein
415 Susan Mender
416 Valerie Dougherty
417 Amanda Haddaway
418 Vivian Laxton
419 Tish Honse
420 Diana Halleman